

COMPUMEDICS LIMITED
ACN 006 854 897

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

Date of Hybrid Meeting
31 October 2024

Time of Hybrid Meeting
10.30 am AEDT

Place of Hybrid Meeting
30-40 Flockhart Street, Abbotsford Victoria 3067

Virtual Meeting Details
You are invited to a Zoom webinar.
When: Oct 31, 2024 10:30 AM Canberra, Melbourne, Sydney
Topic: Compumedics Annual General Meeting 2024

Details for how to participate in the virtual meeting are highlighted below:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au;
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting;**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration;
4. Click on “**Register**” and follow the steps; and
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the Annual General Meeting of Compumedics Limited (ACN 006 854 897) ("**the Company**") will be held at 30-40 Flockhart Street, Abbotsford Victoria 3067 Australia on Thursday 31st October 2024 at 10.30 am (AEDT), with shareholders able to join via the Zoom meeting details provided.

The accompanying Explanatory Memorandum ("Explanatory Memorandum") provides additional information relating to the matters to be considered at the Annual General Meeting and forms part of this Notice of Annual General Meeting ("Notice"). Certain terms and abbreviations used in this Notice and the Explanatory Memorandum have defined meanings, which are explained in the Explanatory Memorandum.

Business

1. Financial Statements and Reports (Note 1)

To receive and consider the financial report of the Company and the reports of the Directors and the Company's auditor for the year ended 30 June 2024.

2. Re-election of Director

Mr. David Lawson offers himself for re-election as a Director of the Company.

3. Approve the issue of Placement securities to Directors

The Company substantially completed a capital raising of approximately \$1.9m on 4 July 2024 by the issue of fully paid ordinary shares at an issue price of \$0.28 to sophisticated and professional investors (Placement). Subject to the approval of Shareholders the Directors of the Company committed to subscribe \$50,000 in the Placement. The Company seeks approval of the issue of these securities at a issue price of \$0.28 to the following Director:

(a) David Burton subscribed for 178,572 shares at 28 cents, totalling \$50,000.

A voting exclusion statement applies to this Resolution (please see Explanatory Memorandum below).

4. Adoption of Remuneration Report (Note 2)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:


"That the section of the report of the Directors entitled "Remuneration Report" dealing with the remuneration of the Company's Key Management Personnel be adopted".

Notes

(1) Under s 250R(3) of the Corporations Act, the vote on this item is advisory only and does not bind the Directors or the Company.

- (2) Key Management Personnel whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on this resolution under s 250R(4) of the Corporations Act.

BY ORDER OF THE BOARD



David Lawson
30th September 2024

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VOTING AND PROXIES

Eligibility

You will be eligible to vote at the meeting if you are registered as a holder of shares of the Company at 7 pm Melbourne time on 29 October 2024.

Appointing a proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate.

If you are a Shareholder, and you are unable or do not wish to attend and vote at the meeting, and you wish to appoint a proxy, please complete and return the enclosed proxy form. If you are entitled to cast two or more votes, you may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact the Registry on 1300 288 664.

Lodging your proxy form

You can lodge your proxy form by:

Online:

Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

Nominated proxies who wish to attend the meeting virtually will need to contact Automic to obtain login details.

BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

Your completed proxy form (and any necessary supporting documentation) must be received by the Registry no later than 10.30am (AEDT) on 29th October 2024. That is 48 hours before the meeting.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by the Company by 10.30am on 29th October 2024 unless it has been previously provided to the Company. If the proxy is signed under power of attorney, the signatory must also declare that they have had no notice of revocation of the power of attorney.

If you appoint a proxy, you may still attend the meeting. However, if you vote on a resolution your proxy is not entitled to also vote on that resolution.

Voting at the meeting

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. How do I create an account with Automic?

To create an account with Automic, please go to the Automic website

(<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to

take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. (Registration on the day) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. (Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

Please note that the Chair of the meeting intends to vote undirected proxies in favour of all resolutions.

EXPLANATORY MEMORANDUM

Defined Terms

The following terms, which are used in this Notice (including this Explanatory Memorandum), have the meanings set out below:

'Associate' has the meaning set out in the Listing Rules;

'Board' means the board of directors of the Company;

'Company' means Compumedics Limited ACN 006 854 897;

'Corporations Act' means the Corporations Act (Cth) 2001;

'Key Management Personnel' or 'KMP' are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report section of the Directors' Report identifies the relevant persons for the year ended 30 June 2024;

Listing Rules' means the Listing Rules of the ASX;

'Shareholder' means a person who is registered as a holder of shares of the Company and "Shareholders" means all the holders of shares of the Company.

Item 1:

Financial Statements and Reports

During this item there will be an opportunity for Shareholders at the meeting to ask questions and comment on the Director's Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2024. No resolution will be required to be passed on this matter.

Item 2:

Election of Director

Mr Lawson who offers himself for re-election as a Director of the Company.

Mr Lawson has been Chief Financial Officer and the Company Secretary of the Company for over twenty-five years. In that time, Mr Lawson has been extensively involved in the development of the Company including the Initial Public Offering of shares in the Company, the subsequent offshore acquisitions in the US and Germany, private equity placements and the recent refinancing of the Company. Mr Lawson also has been involved in the operational turnaround of the Company and brings a significant amount of experience and knowledge to the Board.

Item 3:

Approve the issue of Placement securities to Directors

On the 4th of July 2024, the Company substantially completed a capital raising of approximately \$1.9m by the issue of fully paid ordinary shares in the Company with an issue price of \$0.28 per share to sophisticated and professional investors (Placement). As part of that Placement, but subject to the approval of Shareholders, the Directors of the Company subscribed for \$50,000 of securities in the Placement. The Company seeks the approval of Shareholders to the issue of securities to the following Directors of the Company as follows at an issue price of \$0.28 per security:

- (a) David Burton subscribed for 178,572 shares at 28 cents for \$50,000

If approval is given by Shareholders, \$50,000 of securities at the placement price of 28 cents per security represents 178,572 securities or 0.01% of total securities issued. The securities will be issued within 14 days of approval. The funds paid will be used for the same purpose as that stated in the capital raising.

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any Director of the Company or an Associate of a Director of the Company. However, this does not apply to a vote cast in favour of the resolution by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf a beneficiary provided the following conditions are met: (a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluding from voting, on the resolution; and (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

If the Chair of the meeting is appointed as your proxy, and you do not direct the proxy how to vote, you are expressly authorising the Chair of the meeting to exercise your proxy even if the Chair is a Director affected by Resolution 3 or an Associate of a Director.

Item 4:

Adoption of Remuneration Report

The Corporations Act requires that the section of the Directors' report relating to director and executive remuneration (the "Remuneration Report") be put to a vote of Shareholders for its adoption. The vote is advisory only and does not bind the directors of the Company.

The Remuneration Report can be found at pages 6 to 12 of the Financial Statements in the Company's 2024 Annual Report. Following consideration of the Remuneration Report, Shareholders will be given a reasonable opportunity to ask questions or comment on the Remuneration Report.

A vote must not be cast (in any capacity) on Resolution 4 by or on behalf of a member of Compumedics Limited's Key Management Personnel ("KMP"), details of whose remuneration are included in the Remuneration Report, or their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 4 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- appointed by writing that specifies how the proxy is to vote on Resolution 3; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If the Chair of the meeting is appointed as your proxy, and you do not direct the proxy how to vote, you are expressly authorising the Chair of the meeting to exercise your proxy even if the Chair is a member of the KMP or an Associate of a member of the KMP or a closely related party of a member of the KMP and connected directly or indirectly with the remuneration of the KMP

Your proxy voting instruction must be received by **10.30am (AEST) on Tuesday, 29 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

